

Exhibit E

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May 10, 2007

Re: Tax Protection Agreement Claim of Warren E. Spieker, Jr.

Michael H. Steinberg, Esq.
Sullivan & Cromwell LLP
1888 Century Park East
Los Angeles, California 90067-1725

Dear Michael:

Thank you for your voicemail and yesterday's letter.

We agree that we should begin to discuss how the arbitration of the Tax Protection Agreement claim of your client, Mr. Spieker, will occur. There are a number of issues that need to be addressed in connection with any arbitration. To help move the process along, here are issues that we have identified:

1. The selection of a nationally recognized independent public accounting firm. We will be prepared early next week to exchange a list of nationally recognized independent public accounting firms with you. Please let us know when you will have your list ready to exchange.
2. What procedure will be employed if we cannot agree on a nationally recognized independent accounting firm or who at such a firm should act as arbitrator. One approach is to engage the International Institute for Conflict Prevention and Resolution ("CPR") to make that selection if the parties cannot agree.
3. Which set of arbitration rules and procedures will govern the arbitration. We propose using the CPR rules.

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4. The place of arbitration. We propose New York, New York.
5. The applicable law that will apply to the resolution of Mr. Spieker's claim. The limited partnership is governed by Delaware law.

By sending this letter we do not mean to foreclose consideration of other issues.

Additionally, we have received a copy of Mr. Spieker's May 8, 2007 letter to Jon Gray. Given Mr. Spieker's decision to proceed to arbitration, EOP Operating Limited Partnership ("EOP") will not be responding to that letter, but reserves all of its rights.

Finally, without prejudice to our client's rights and defenses and noting that much of the information Mr. Spieker has requested, especially that relating to his 2001 transaction, should be in Mr. Spieker's possession, EOP is pulling together the requested information and we expect to be in a position to send you that information later next week.

Please let me know when you will be available to discuss next steps.

Sincerely,



Bruce Angiolillo

cc: Paul C. Gluckow

** JOB STATUS REPORT **

AS OF MAY 10 2007 18:49

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Michael Steinberg

310-712-8800

FROM: Bruce Angiolillo

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SENDER'S FLOOR:

CLIENT/MATTER NO.: 010396/0864

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